

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re)	PROMESA
)	Title III
)	
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	No. 17 BK 3283-LTS
)	(Jointly Administered)
)	
as representative of)	
)	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i>,)	Re: Dkt. No. 3139
)	Presentment Date: June 5, 2018
Debtors.¹)	
)	
)	

**NOTICE OF PRESENTMENT OF PROPOSED OMNIBUS ORDER AWARDING
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE SECOND INTERIM
COMPENSATION PERIOD FROM OCTOBER 1, 2017 THROUGH JANUARY 31, 2018**

TO: THE HONORABLE LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE:

PLEASE TAKE NOTICE that in connection with the *Fee Examiner's Second Report on Professional Fees and Expenses (October 1, 2017 – January 31, 2018)* [Dkt. No. 3193] on this date the Fee Examiner will present the proposed order, attached hereto as **Exhibit A** (the “Omnibus Order Awarding Interim Allowance of Compensation for Professional Services

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rendered and Reimbursement of Expenses for the Second Interim Compensation Period from October 1, 2017 through January 31, 2018"), to the Honorable Laura Taylor Swain, United States District Judge, sitting in the United States District Court for the District of Puerto Rico, Courtroom 3, U.S. Courthouse, 150 Chardon Avenue, San Juan, Puerto Rico 00918-7095, for the court's consideration and signature.

PLEASE TAKE FURTHER NOTICE that copies of the *Fee Examiner's Second Report on Professional Fees and Expenses (October 1, 2017 – January 31, 2018)* [Dkt. No. 3193] including all exhibits, and all documents filed in these title III cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9237, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

WE HEREBY CERTIFY: that on this date, we electronically filed the foregoing motion with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

Dated this 5th day of June, 2018.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo
Eyck O. Lugo
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Telephone: (787) 522-2000
Facsimile: (787) 522-2010

Puerto Rico Counsel

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Katherine Stadler (*Pro Hac Vice*)

Counsel for the Fee Examiner

Exhibit A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Order - EXHIBIT A

Second Interim Fee Period Uncontested Fees						
Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval
<i>Financial Advisors to Debtors</i>						
1 Ernst & Young LLP [Dkt. No. 2780]	10/01-1/31/2018	\$ 1,261,586.10	\$ 32,859.19	\$ 12,546.21	\$ 7.86	\$ 1,228,726.91
<i>Puerto Rico Bankruptcy Counsel to PREPA</i>						
2 Cancio, Nadal, Rivera & Diaz, PSC [Dkt. No. 2791]	10/01 - 1/31/2018	\$ 372,170.00	\$ -	\$ 1,505.80	\$ 705.00	\$ 372,170.00
<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>						
3-a O'Melveny & Myers LLP [Dkt. No. 2758]	10/01 - 1/31/2018	\$ 7,565,097.59	\$ 49,818.37	\$ 122,415.55	\$ 1,295.07	\$ 7,515,279.22
<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - COFINA</i>						
3-b O'Melveny & Myers LLP [Dkt. No. 2759]	10/01 - 1/31/2018	\$ 2,254,943.69	\$ 49,818.37	\$ 5,473.77	\$ 1,295.07	\$ 2,205,125.32
<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - ERS</i>						
3-c O'Melveny & Myers LLP [Dkt. No. 2760]	10/01 - 1/31/2018	\$ 1,461,304.71	\$ 49,818.37	\$ 51,343.15	\$ 1,295.06	\$ 1,411,486.34
<i>Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - HTA</i>						
3-d O'Melveny & Myers LLP [Dkt. No. 2761]	10/01 - 1/31/2018	\$ 373,329.40	\$ 49,818.37	\$ 2,847.89	\$ 1,295.06	\$ 323,511.03
<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>						
4-a Law Offices of Andres W. Lopez, PSC [Dkt. No. 2781]	10/01 - 12/31/2017	\$ 76,055.00	\$ -	\$ -	\$ -	\$ 76,055.00
<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - COFINA</i>						
4-b Law Offices of Andres W. Lopez, PSC [Dkt. No. 2781]	10/01 - 12/31/2017	\$ 945.00	\$ -	\$ -	\$ -	\$ 945.00
<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - ERS</i>						
4-c Law Offices of Andres W. Lopez, PSC [Dkt. No. 2781]	10/01 - 12/31/2017	\$ 4,025.00	\$ -	\$ -	\$ -	\$ 4,025.00
<i>Puerto Rico Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority - HTA</i>						
4-d Law Offices of Andres W. Lopez, PSC [Dkt. No. 2781]	10/01 - 12/31/2017	\$ 11,480.00	\$ -	\$ -	\$ -	\$ 11,480.00
<i>Bankruptcy Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority, as fiscal agent for PREPA</i>						
5-a Greenberg Traurig, LLP [Dkt. No. 2801]	10/01 - 1/31/2018	\$ 1,150,090.31	\$ 68,639.38	\$ 25,944.10	\$ 22,997.17	FN1 \$ 1,081,390.93
<i>Bankruptcy Counsel to PREPA</i>						
5-b Greenberg Traurig, LLP [Dkt. No. 2800]	10/01 - 01/31/2018	\$ 4,423,132.83	\$ 68,639.38	\$ 112,804.65	\$ 22,997.17	FN1 \$ 4,354,433.45
<i>Chief Financial Advisor to PREPA</i>						
6 Filsinger Energy Partners [Dkt. No. 2721]	12/07 - 1/31/2018	\$ 2,326,893.30	\$ 38,694.00	\$ 201,691.48	\$ 83,465.63	\$ 2,288,199.30
<i>COFINA Agent</i>						
7 Bettina M. Whyte [Dkt. No. 2725]	10/01 - 1/31/2018	\$ 160,945.00	\$ 19,098.00	\$ 3,779.56	\$ 664.08	\$ 141,847.00
<i>Special Municipal Bankruptcy Counsel to COFINA Agent</i>						
8 Klee, Tuchin, Bogdanoff & Stern LLP [Dkt. No. 2728]	10/01 - 1/31/2018	\$ 587,025.50	\$ 22,079.50	\$ 12,994.18	\$ -	\$ 564,946.00
<i>Puerto Rico Counsel to COFINA Agent</i>						
9 Nilda M. Navarro-Cabrer [Dkt. No. 2726]	10/01 - 1/31/2018	\$ 102,662.50	\$ 750.00	\$ 784.42	\$ -	yes \$ 101,912.50
						\$ 784.42

Order - EXHIBIT A

Second Interim Fee Period Uncontested Fees

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Bankruptcy Counsel to COFINA Agent</i>								
10 <i>Willkie Farr & Gallagher LLP [Dkt. No. 2727]</i>	10/01 - 1/31/2018	\$ 4,348,432.15	\$ 175,074.17	\$ 138,798.99	\$ 952.85	yes	\$ 4,173,357.98	\$ 137,846.14
<i>Bankruptcy Counsel to the Official Committee of Unsecured Creditors</i>								
11 <i>Paul Hastings LLP [Dkt. No. 2735]</i>	10/01 - 1/31/2018	\$ 7,066,017.75	\$ 105,328.50	\$ 95,462.43	\$ 12,722.50	FN 2	\$ 6,960,689.25	\$ 82,739.93
<i>Puerto Rico Counsel to the Official Committee of Unsecured Creditors</i>								
12 <i>Casillas, Santiago & Torres, LLC [Dkt. No. 2757]</i>	9/01 - 1/31/2018	\$ 444,580.00	\$ -	\$ 21,160.13	\$ -	\$ 444,580.00	\$ 21,160.13	
<i>Bankruptcy Counsel to the Official Committee of Retired Employees</i>								
13 <i>Jenner & Block LLP [Dkt. No. 2741]</i>	10/01 - 1/31/2018	\$ 2,054,446.59	\$ 50,057.48	\$ 100,461.26	\$ 3,047.37		\$ 2,004,389.11	\$ 97,413.89
<i>Puerto Rico Counsel to the Official Committee of Retired Employees</i>								
14 <i>Bennazar, Gerria & Milian, C.S.P. [Dkt. No. 2743]</i>	10/01 - 1/31/2018	\$ 270,162.50	\$ 3,225.00	\$ 14,538.25	\$ 205.77		\$ 266,937.50	\$ 11,332.48
<i>Financial Advisor to the Official Committee of Retired Employees</i>								
15 <i>FTI Consulting, Inc. [Dkt. No. 2740]</i>	10/01 - 1/31/2018	\$ 1,127,271.50	\$ 23,554.39	\$ 21,853.96	\$ 16,445.61		\$ 1,103,717.11	\$ 5,408.35
<i>Financial Advisor to the Mediation Team</i>								
16 <i>Phoenix Management Services, LLC [Dkt. No. 2724]</i>	10/02 - 2/4/2018	\$ 484,698.50	\$ 5,538.15	\$ 21,225.61	\$ 572.15		\$ 479,160.35	\$ 20,653.46
<i>Members of the Official Committee of Retired Employees</i>								
17 <i>Retiree Committee Members [Dkt. No. 2734]</i>	10/01 - 1/31/2018	\$ -	\$ -	\$ 468.34	\$ -		\$ -	\$ 468.34
<i>Members of the Official Committee of Unsecured Creditors</i>								
18 <i>DriveTrain, LLC and American Federation of Teachers [Dkt. No. 2737]</i>	5/17 - 1/31/2018	\$ -	\$ -	\$ 9,627.62	\$ 1,676.71		\$ -	\$ 7,950.91
<i>Pension Consultant to FOMB</i>								
19 <i>Pension Trustee Advisors, Inc. [Dkt. No. 2719]</i>	10/01 - 1/31/2018	\$ 11,020.50	\$ 564.98	FN 3	(\$3,316.54)	FN 4	\$ 13,478.02	(\$3,316.54)

FN 1 - Of this amount, \$44,941.63 represents expenses the Fee Examiner's counsel is still verifying. After verifying the documentation, the Fee Examiner expects to recommend the allowance of a significant portion of these expenses in a subsequent report.

FN 2 - The Fee Examiner recommends that for the second interim fee period the stipulated fee reductions identified on this exhibit, other than \$1,385.00 for identified and acknowledged billing errors, be included within the agreed overall 20 percent reduction in total fees sought by Paul Hastings LLP as part of its final fee application. To the extent not already paid pursuant to the Interim Compensation Order, the debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$7,064,652.75 (i.e., \$7,066,017.75 minus \$1,385.00) for services rendered during the Compensation Period.

FN 3 - This adjustment represents a credit of \$3,022.50 in previously disallowed fees from the First Interim Fee Period.

FN 4 - This adjustment represents a credit of \$3,316.54 in previously disallowed expenses from the First Interim Fee Period.

Order - EXHIBIT B

First Interim Fee Period Uncontested Fees (Deferred)

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
COFINA Agent								
Bettina M. Whyte [Dkt. No. 2029] <i>Special Municipal Bankruptcy Counsel to COFINA Agent</i>	8/03 - 8/09/2017	\$ 41,130.00	\$ 2,831.50	\$ 5,102.57	\$ 1,331.79	FN 1		
Klee, Tuchin, Bogdanoff & Stern LLP [Dkt. No. 2099] <i>Bankruptcy Counsel to COFINA Agent</i>								
Willkie Farr & Gallagher LLP [Dkt. No. 2031]	8/03 - 8/09/2017	\$ 299,854.20	\$ 15,516.58	\$ 11,526.89	\$ -	FN 3		

FN 1 - The First Interim Report provisionally recommended and the Court ordered the allowance of \$43,130.00 in fees and \$5,102.57 in expenses related to services provided before the formal appointment of the COFINA Agent or her professionals. See [Dkt. No. 2685, Ex. A, FN3-4]. Those provisionally allowed amounts are recommended for adjustment, by consensus, with this order, but neither the first interim fees requested nor the recommended deductions here are included in second interim period totals reported above.

FN 2 - The First Interim Report provisionally recommended and the Court ordered the allowance of \$66,578.50 in fees related to services provided before the formal appointment of the COFINA Agent or her professionals. See [Dkt. No. 2685, Ex. A, FN5]. Those provisionally allowed amounts are recommended for adjustment, by consensus, with this order, but neither the first interim fees requested nor the recommended deductions here are included in second interim period totals reported above.

FN 3 - The First Interim Report provisionally recommended and the Court ordered the allowance of \$299,854.20 in fees and \$11,526.89 in expenses related to services provided before the formal appointment of the COFINA Agent or her professionals. See [Dkt. No. 2685, Ex. A, FN3-4]. Those provisionally allowed amounts are recommended for adjustment, by consensus, with this order, but neither the first interim fees requested nor the recommended deductions here are included in second interim period totals reported above.

First and Second Interim Fee Period: Unresolved and Deferred

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Voluntary Discounts	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Bankruptcy Counsel to Debtors</i>								
1-a Proskauer Rose LLP [Dkt. No. 2068]	5/3/2017 - 9/30/2017	\$ 7,075,033.00	\$ 233,148.09	\$ 233,148.09	\$ 16,605.84	yes		
<i>Bankruptcy Counsel to Debtors COFINA</i>								
1-b Proskauer Rose LLP [Dkt. No. 2043]	5/5/2017 - 9/30/2017	\$ 1,672,746.00	\$ 1,672,746.00	\$ 1,672,746.00	\$ 16,605.84	yes		
<i>Bankruptcy Counsel to Debtors FRS</i>								
1-c Proskauer Rose LLP [Dkt. No. 2045]	5/21/2017 - 9/30/2017	\$ 1,586,156.00	\$ 1,586,156.00	\$ 1,586,156.00	\$ 24,131.76	yes		
<i>Bankruptcy Counsel to Debtors PREPA</i>								
1-d Proskauer Rose LLP [Dkt. No. 2053]	7/2/2017 - 9/30/2017	\$ 1,099,888.00	\$ 1,099,888.00	\$ 1,099,888.00	\$ 67,275.25	yes		
<i>Bankruptcy Counsel to Debtors HIA</i>								
1-e Proskauer Rose LLP [Dkt. No. 2066]	5/21/2017 - 9/30/2017	\$ 4,483,783.00	\$ 154,512.19	\$ 154,512.19	\$ 154,512.19	yes		
<i>Bankruptcy Counsel to Debtors ERS</i>								
2-a Proskauer Rose LLP [Dkt. No. 2868]	10/01 - 01/31/2018	\$ 5,453,686.60	\$ 294,582.75	\$ 294,582.75	\$ 294,582.75	yes		
<i>Bankruptcy Counsel to Debtors COFINA</i>								
2-b Proskauer Rose LLP [Dkt. No. 2870]	10/01 - 01/31/2018	\$ 562,239.80	\$ 5,584.22	\$ 5,584.22	\$ 5,584.22	yes		
<i>Bankruptcy Counsel to Debtors FRS</i>								
2-c Proskauer Rose LLP [Dkt. No. 2872]	10/01 - 01/31/2018	\$ 2,121,956.20	\$ 52,896.53	\$ 52,896.53	\$ 52,896.53	yes		
<i>Bankruptcy Counsel to Debtors PREPA</i>								
2-d Proskauer Rose LLP [Dkt. No. 2876]	10/01 - 01/31/2018	\$ 2,062,304.20	\$ 37,003.99	\$ 37,003.99	\$ 37,003.99	yes		
<i>Bankruptcy Counsel to Debtors HIA</i>								
2-e Proskauer Rose LLP [Dkt. No. 2874]	10/01 - 01/31/2018	\$ 1,256,420.60	\$ 39,216.07	\$ 39,216.07	\$ 39,216.07	yes		
<i>Bankruptcy Counsel to Debtors ERS</i>								
3 O'Neill & Borges LLC [Dkt. No. 2859]	10/01 - 01/31/2018	\$ 296,952.30	\$ 10,003.46	\$ 10,003.46	\$ 10,003.46	yes		
<i>Strategic Consultants to Debtors</i>								
4 McKinsey & Company, Inc. [Dkt. No. 2756]	10/01 - 1/31/2018	\$ 6,550,000.00	\$ -	\$ -	\$ -			
<i>Financial Advisors to Government of Puerto Rico</i>								
5 Deloitte Financial Advisory Services LLP [Dkt. No. 3017]	10/01 - 01/31/2018	\$ 882,513.00	\$ 85,109.86	\$ 85,109.86	\$ 85,109.86	yes		
<i>Special Counsel to Debtors</i>								
6 Luskin Stern & Ester LLP [Dkt. No. 2729]	10/01 - 1/31/2018	\$ 91,237.50	\$ 1,329.64	\$ 1,329.64	\$ 1,329.64			
<i>Investment Banker and Financial Advisor to FOMB</i>								
7 Citigroup Global Markets Inc. [Dkt. No. 2944]	01/27/2017 - 01/31/2018	\$ 625,000.00	\$ 60,971.21	\$ 60,971.21	\$ 60,971.21			
<i>Macroeconomic Consultant to Debtors</i>								
8 Andrew Wolfe [Dkt. No. 2748]	10/01 - 1/31/2018	\$ 100,000.00	\$ 12,391.30	\$ 12,391.30	\$ 12,391.30			
<i>Bankruptcy Counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority and the Puerto Rico Treasury Department</i>								
9 DLA Piper LLP [Dkt. No. 2753 & amended 2778]	6/01 - 1/31/2018	\$ 1,507,371.15	\$ 14,969.63	\$ 14,969.63	\$ 14,969.63			
<i>Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>								
10-a Ankura Consulting Group, LLC [Dkt. No. 2751]	10/01 - 1/31/2018	\$ 3,937,979.00	\$ 175,457.10	\$ 175,457.10	\$ 175,457.10			
<i>Financial Advisors to PREPA</i>								
10-b Ankura Consulting Group, LLC [Dkt. No. 2755]	10/01 - 1/31/2018	\$ 3,475,283.50	\$ 153,684.90	\$ 153,684.90	\$ 153,684.90			
<i>Financial Advisor to Official Committee of Unsecured Creditors</i>								
11 Zoffo Cooper, LLC [Dkt. No. 2739]	10/01 - 1/31/2018	\$ 1,965,880.50	\$ 9,725.67	\$ 9,725.67	\$ 9,725.67			
<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>								
12 Segal Consulting [Dkt. No. 2742]	10/01 - 1/31/2018	\$ 482,920.00	\$ 4,405.59	\$ 4,405.59	\$ 4,405.59	-		
<i>Information Agent for the Official Committee of Retired Employees</i>								
13 Marchand ICS Group [Dkt. No. 2736]	10/01 - 1/31/2018	\$ 68,402.25	\$ 6,534.29	\$ 6,534.29	\$ 6,534.29			